

08 Civ 6134  
LAP

**BERKLEY REGIONAL INSURANCE COMPANY**

To be attached to and made a part of Bond No. 0103045

The caption on the bond dated July 2, 2008 is amended to read:

**LASALLE BANK NATIONAL ASSOCIATION, as Indenture**  
**Interpleader Plaintiff,**

- against -

**BNP Paribas, London Branch; Ambac Credit Products LLC, Natixis Financial Products, Inc.; XL Investment Management Ltd.; XL LIFE INSURANCE AND ANNUITY COMPANY; XL Life Ltd.; CEDE & CO., as holder of certain Notes and nominee name of the Depository Trust Company; and DOES 6 through 100, owners of beneficial interests in certain Class A-IT, Class A-2, Class A-3 and Class A-4 Notes.**

**Interpleader Defendants.**

The bond is further amended by increasing the amount from FOUR MILLION ONE HUNDRED SIXTY-TWO THOUSAND SIX HUNDRED EIGHT DOLLARS AND EIGHTY-FOUR CENTS, (\$4,162,608.84) to **FOUR MILLION SIX HUNDRED SIXTY NINE THOUSAND SEVENTY-SEVEN DOLLARS AND SEVENTY-THREE CENTS, (\$4,669,077.73).**

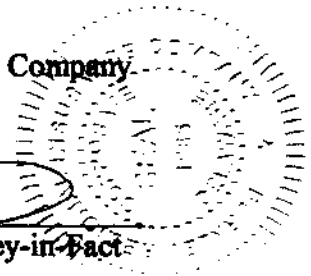
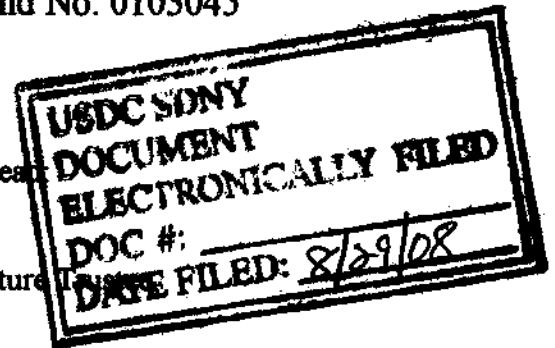
Dated: August 27, 2008

**Berkley Regional Insurance Company**

By

*David J. Smith*  
**David J. Smith, Attorney-in-Fact**

8/29/08  
Approved  
*Michael McInnis*  
Clerk  
By *Jeff*  
Dep. Clerk



STATE OF NEW YORK  
COUNTY OF NEW YORK

On the 27<sup>th</sup> day of August, 2008 before me personally came David J. Smith, to me known, who being by me duly sworn, did depose and say that he resides in New York, NY, that he is the Attorney-in-Fact of Berkley Regional Insurance Company, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation, that the seal affixed to such instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and, that he signed his name thereto by like order; and that said corporation is duly authorized to transact business in the State of New York and pursuant to the statutes of such case made and provided; that the Superintendent of Insurance of the State of New York has, pursuant to Chapter 28 of the Consolidated Laws of the State of New York, known as the Insurance Law, issued to Berkley Regional Insurance Company, a Certificate of Solvency and qualification to become surety or guarantor on all bonds, undertakings, guaranties and other obligations required or permitted by law and that such certificate has not been revoked.

  
\_\_\_\_\_  
Notary Public

KAREN McMULLIN  
Notary Public, State of New York  
No. 01MC004676  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires March 28, 2011

**POWER OF ATTORNEY**  
**BERKLEY REGIONAL INSURANCE COMPANY**  
**WILMINGTON, DELAWARE**

**NOTICE:** The warning found elsewhere in this Power of Attorney affects the validity thereof. Please review carefully.

KNOW ALL MEN BY THESE PRESENTS, that BERKLEY REGIONAL INSURANCE COMPANY (the "Company"), a corporation duly organized and existing under the laws of the State of Delaware, having its principal office in Greenwich, Connecticut, has made, constituted and appointed, and does by these presents make, constitute and appoint:

**David J. Smith, Thomas M. Whittemore, Jayann Hurtle or Lourdes Scheel of Topper Brokerage, Inc. of New York, NY** its true and lawful Agent and Attorney-in-Fact, with full power and authority hereby conferred in its name, place and stead, to execute, seal, acknowledge and deliver: *any and all bonds and undertakings providing that no single obligation shall exceed Fifteen Million and 00/100 Dollars (\$15,000,000.00)*

and to bind the Company thereby as fully and to the same extent as if such bonds had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office in their own proper persons.

This Power of Attorney shall be construed and enforced in accordance with, and governed by, the laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof. This Power of Attorney is granted pursuant to the following resolutions which were duly and validly adopted at a meeting of the Board of Directors of the Company held on August 21, 2000:

**"RESOLVED**, that the proper officers of the Company are hereby authorized to execute powers of attorney authorizing and qualifying the attorney-in-fact named therein to execute bonds, undertakings, recognizances, or other suretyship obligations on behalf of the Company, and to affix the corporate seal of the Company to powers of attorney executed pursuant hereto; and further

**RESOLVED**, that such power of attorney limits the acts of those named therein to the bonds, undertakings, recognizances, or other suretyship obligations specifically named therein, and they have no authority to bind the Company except in the manner and to the extent therein stated; and further

**RESOLVED**, that such power of attorney revokes all previous powers issued on behalf of the attorney-in-fact named; and further

**RESOLVED**, that the signature of any authorized officer and the seal of the Company may be affixed by facsimile to any power of attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligation of the Company; and such signature and seal when so used shall have the same force and effect as though manually affixed. The Company may continue to use for the purposes herein stated the facsimile signature of any person or persons who shall have been such officer or officers of the Company, notwithstanding the fact that they may have ceased to be such at the time when such instruments shall be issued."

IN WITNESS WHEREOF, the Company has caused these presents to be signed and attested by its appropriate officers and its corporate seal hereunto affixed this 15 day of December, 2004.

Attest:

By

Ira S. Lederman  
 Senior Vice President & Secretary

Berkley Regional Insurance Company

By

William R. Berkley  
 Chairman and President

**WARNING: THIS POWER INVALID IF NOT PRINTED ON BLUE "BERKLEY" SECURITY PAPER.**

STATE OF CONNECTICUT )

) ss:

COUNTY OF FAIRFIELD )

Sworn to before me, a Notary Public in the State of Connecticut, this 15 day of December, 2004, by William R. Berkley and Ira S. Lederman who are sworn to me to be the Chairman and President, and the Senior Vice President and Secretary, respectively, of Berkley Regional Insurance Company.

**EILEEN K. KILLEEN**

NOTARY PUBLIC

MY COMMISSION EXPIRES 6/30/2007

Eileen K. Killeen  
 Notary Public, State of Connecticut

**CERTIFICATE**

I, the undersigned, Assistant Secretary of BERKLEY REGIONAL INSURANCE COMPANY, DO HEREBY CERTIFY that the foregoing is a true, correct and complete copy of the original Power of Attorney; that said Power of Attorney has not been revoked or rescinded and that the authority of the Attorney-in-Fact set forth therein, who executed the bond or undertaking to which this Power of Attorney is attached, is in full force and effect as of this date.

Given under my hand and seal of the Company, this 27 day of August, 2008.

John E. Beers  
 John E. Beers

**BERKLEY REGIONAL INSURANCE COMPANY****STATUTORY BALANCE SHEET  
DECEMBER 31, 2007  
(AMOUNTS IN THOUSANDS)****Admitted Assets**

Bonds	\$ 1,117,514
Common & Preferred Stocks	615,879
Cash & Short Term Investments	130,735
Premiums Receivable	330,900
Other Assets	<u>370,846</u>

**Total Admitted Assets**\$ 2,565,874**Liabilities & Surplus**

Loss & LAE Reserves	\$ 1,246,056
Unearned Premium Reserves	612,401
Other Liabilities	<u>53,187</u>

**Total Liabilities**\$ 1,911,644

Capital Stock	\$ 4,000
Additional Paid In Capital	347,723
Unassigned Surplus	<u>302,507</u>

**Total Policyholders' Surplus**\$ 654,230**Total Liabilities & Surplus**\$ 2,565,874**Officers:**

President:	William Robert Berkley
Treasurer:	Robert Floyd Buehler
Secretary:	Ira Seth Lederman
Sr. Vice President:	Eugene George Ballard
Sr. Vice President:	Robert Paul Cole
Vice President:	Clement Patrick Patafio

**Directors:**

William Robert Berkley  
 William Robert Berkley, Jr.  
 Ira Seth Lederman  
 Eugene George Ballard  
 Robert Paul Cole  
 Clement Patrick Patafio  
 James Gerald Shiel  
 Paul James Hancock  
 Robert Carruthers Hewitt